

**Exhibit C**

March 2002 Fee Application

## UNITED STATES BANKRUPTCY COURT

## FOR THE DISTRICT OF DELAWARE

In re:	)	
	)	Chapter 11
	)	
W.R. GRACE & CO., <i>et al</i>	)	Case No. 01-01139 (JJF)
	)	(Jointly Administered)
	)	
Debtors.	)	

**SUMMARY COVERSHEET TO TWELFTH MONTHLY INTERIM APPLICATION OF  
WALLACE KING MARRARO & BRANSON PLLC  
FOR COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES FOR  
MARCH 1, 2002 THROUGH MARCH 31, 2002**

Name of Applicant:	Wallace King Marraro & Branson PLLC. ("WKMB")
Authorized to provide professional services to:	Special Litigation and Environmental Counsel to Debtors
Date of Retention:	April 2, 2001
Period for which compensation and reimbursement is sought:	March 1, 2002 through March 31, 2002.
Amount of compensation sought as actual, reasonable and necessary	\$55,351.04 for the period March 1, 2002 through March 31, 2002 (80% of \$69,188.80 after 40% discount for Honeywell matter), in professional fees).
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$3,155.63 for the period March 1, 2002 through March 31, 2002.

This is a:      Monthly interim application.

Prior Applications filed: Yes.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Status of Fees	Status of Expenses
7/5/01	4/2/01 through 4/30/01	\$216,471.50	\$25,282.16	80% Paid	100% Paid
7/5/01	5/1/01 through 5/31/01	\$244,726.00	\$26,594.89	80% Paid	100% Paid
8/9/01	6/1/01 through 6/20/01	\$186,977.91	\$90,104.66	80% Paid	100% Paid
8/28/01	7/1/01 through 7/31/01	\$101,544.08	\$52,387.36	80% Paid	100% Paid
10/18/01	8/1/01 through 8/31/01	\$85,722.80	\$56,387.04	80% Paid	100% Paid
11/05/01	9/1/01 through 9/30/01	\$66,562.16	\$24,668.50	80% Paid	100% Paid
12/13/01	10/1/01 through 10/31/01	\$76,674.32	\$10,019.94	80% Paid	100% Paid
1/02/02	11/1/01 through 11/30/01	\$76,484.30	\$13,513.96	80% Paid	100% Paid
2/12/02	12/1/01 through 12/31/01	\$46,954.80	\$17,209.63	80% Paid	100% Paid
2/21/02	1/1/02 through 1/31/02	\$79,379.36	\$2,260.41	No objections served on Counsel	No objections served on counsel
3/25/02	2/1/02 through 2/28/02	\$69,957.20	\$3,160.68	No objections served on Counsel	No objections served on Counsel

As indicated above, this is the twelfth application for interim compensation of services filed with the Bankruptcy Court in the Chapter 11 Cases

Summary of Compensation Requested

Name of Professional Individual	Position, year assumed, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including Changes)	Total Hours Billed	Total Compensation
Christopher Marraro	Partner	\$440	67.5	\$29,700.00
Angela Pelletier	Associate	\$225	8.6	\$1,935.00
William Hughes	Counsel	\$350	157.3	\$55,055.00
Tamara Parker	Associate	\$270	10.1	\$2,727.00
Barbara Banks	Paralegal	\$135	102.7	\$13,864.50
Natasha Bynum	Legal Clerk	\$100	74.7	\$7,470.00
Mahmoude Moasser	Paralegal	\$135	9.9	\$1,336.50

Total Fees \$112,088.00

Total Hours 430.8

**EXPENSE SUMMARY**

Expense Category	Amount
Copies- Internal and Outside	\$2,158.95
Facsimile	\$70.50
Lexis	\$394.29
Telephone	\$91.17
Overtime Transportation	\$110.78
FedEx	\$151.69
Car Service	\$178.25
Total	\$3,155.63

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
W. R. GRACE & CO., et al.,<sup>1</sup> ) Case No. 01-01139 (JJF)  
) (Jointly Administered)  
)  
Debtors. )

**VERIFIED APPLICATION OF WALLACE KING MARRARO & BRANSON FOR  
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES  
AS SPECIAL COUNSEL TO W. R. GRACE & CO., ET AL., FOR  
THE TWELFTH INTERIM PERIOD FROM MARCH 1, 2002 THROUGH  
MARCH 31, 2002**

Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (as amended, the “Bankruptcy Code”), Fed. R. Bankr. P. 2016, the Retention Order (as defined below), the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members (the “Interim Compensation Order”) and Del.Bankr.LR 2016-2, the law firm of Wallace King Marraro & Branson PLLC (“WKMB”) as special litigation and environmental counsel for the above-captioned debtors and debtors in possession (collectively, “Debtors”) in connection with their chapter 11 cases, hereby

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food ‘N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, LB Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

applies for an order allowing it (i) compensation in the amount of \$112,088.00 for the reasonable and necessary legal services WKMB has rendered to the Debtors and (ii) reimbursement for the actual and necessary expenses that WKMB incurred in the amount of \$3,155.63 (the "Application"), in each case for the period from March 1, 2002 through March 31, 2002 (the "Fee Period"). In support of this Application, WKMB respectfully states as follows:

**Retention of WKMB**

1. On April 2, 2001 (the "Petition Date"), the Debtors each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (collectively, the "Chapter 11 Cases"). On April 2, 2001, the Court entered an order procedurally consolidating the Chapter 11 Cases for administrative purposes only. Since the Petition Date, the Debtors have continued to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On April 12, 2001, the office of the United States Trustee appointed (i) a committee of unsecured creditors in the Chapter 11 Cases (the "Creditors' Committee"), (ii) a committee of asbestos personal injury claimants (the "Asbestos Personal Injury Committee") and (iii) a committee of asbestos property damage claimants (the "Asbestos Property Damage Committee."). On June 18, 2001, the office of the United States Trustee appointed a committee of equity security holders (the "Equity Security Holders' Committee," collectively with the Creditors' Committee, the Asbestos Personal Injury Committee and the Asbestos Property Damage Committee, the "Committees").

2. By this Court's order dated June 21, 2001, the Debtors were authorized to retain WKMB as their special counsel, effective as of the Petition Date, with regard to environmental and litigation matters (the "Retention Order"). The Retention Order authorizes the Debtors to

compensate WKMB at hourly rates charged by WKMB for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses that it incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, all applicable local rules and orders of this Court.

3. The Retention Order also allowed for a special fee arrangement with the Debtors in connection with a pending litigation matter, *Interfaith Community Organization v. Honeywell International, Inc. et al* ('Honeywell litigation'). By Agreement with the Debtors, WKMB was entitled to receive its full standard hourly rates until June 21, 2001 when its standard hourly rates billed for the Honeywell litigation was reduced by 40% in return for an interest in the outcome of the Honeywell litigation. Thus, a 40% discount is applied to all professional fees billed to the Honeywell matter (Matter 6) after June 21, 2001.

4. As disclosed in the following affidavit:

Affidavit of Christopher H. Marraro in Support of Application for Order Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014(a) Authorizing the Employment and Retention of Wallace King Marraro & Branson as Special Litigation and Environmental Counsel for the Debtors and Debtors in Possession (the "Original Affidavit"), filed June 4, 2001;

WKMB does not represent any interest adverse to the estates.

5. WKMB does not currently represent, but could in the future represent parties-in-interest in connection with matters unrelated to the Debtors and the Chapter 11 Cases. WKMB will update the Affidavits when WKMB becomes aware of material new information.

6. WKMB performed the services for which it is seeking compensation on behalf of the Debtors and their estates, and not on behalf of any committee, creditor or other person.



7. Pursuant to Fed. R. Bank. P. 2016(b), WKMB has not shared, nor has agreed to share, (a) any compensation it has received or may receive with another party or person other than with the partners, counsel and associates of WKMB, or (b) any compensation another person or party has received or may receive in connection with the Chapter 11 Cases.

8. This is the twelfth application for interim compensation for services rendered that WKMB has filed with the Bankruptcy Court in connection with the Chapter 11 Cases.

**Reasonable and Necessary Services Rendered by WKMB-- Generally**

9. The WKMB attorneys who rendered professional services during this Fee Period are:

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly billing rate	Total billed hours	Total compensation
Christopher Marraro	Partner	18 Years	Litigation	\$440.00	67.5	\$29,700.00
William Hughes	Counsel	10 Years	Litigation	\$350.00	157.3	\$55,055.00
Tamara Parker	Associate	8 Years	Litigation	\$270.00	10.1	\$2,727.00
Angela Pelletier	Associate	3 Years	Litigation	\$225.00	8.5	\$1,935.00

10. The paraprofessionals of WKMB who have rendered professional services in these cases during this Fee Period are:

Name of Professional Person	Position with the applicant	Number of years in that position	Department	Hourly billing rate	Total billed hours	Total compensation
Barbara Banks	Paralegal	4 Years	Litigation	\$135.00	102.7	\$13,864.50
Natasha Bynum	Clerk	1.5 Years	Litigation	\$100.00	74.7	\$7,470.00

Name of Professional Person	Position with the applicant	Number of years in that position	Department	Hourly Billing rate	Total billed hours	Total charges
Mahmoude Moasser	Paralegal	10 Years	Litigation	\$135.00	9.9	\$1,336.50

Grand Total for Fees:	\$112,088.00
Less 40% Discount on Honeywell Matter 6:	( 42,899.20)
Total Due	\$ 69,188.80

11. WKMB has advised and represented the Debtors in connection with certain litigation and environmental matters. These matters include the Honeywell litigation, cost recovery litigation against other private parties and representation of the Debtors before the U.S. Environmental Protection Agency in connection with the Libby, Montana asbestos remediation matter.

12. The rates described above are WKMB 's hourly rates for services of this type. Attached as Exhibit A is a detailed itemization and description of the services that WKMB rendered during this Fee Period. Based on these rates and the services performed by each individual, the reasonable value of such services is \$112,088.00. The WKMB attorneys and paraprofessionals expended a total of 430.8 hours for these cases during this Fee Period. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

13. Further, Exhibit A (a) identifies the individuals that rendered services in each Subject Matter, as defined and described below, (b) describes each activity or service that each

individual performed and (c) states the number of hours (in increments of one-tenth of an hour) spent by each individual providing the services. Each numbered tab in Exhibit A corresponds to the matter number that WKMB assigned to each Subject Matter. If a Subject Matter does not appear, then WKMB did not bill time or expenses for that Subject Matter during this Fee Period, but may bill time for that Subject Matter in the future.

**Reasonable and Necessary Services Rendered by WKMB**

**Categorized by Matter**

14. The professional services that WKMB rendered during the Fee Period are grouped into the numbered and titled categories of subject matters described in Paragraphs 15-19 herein (the "Subject Matter(s)").

15. Matter 6 – Honeywell litigation

(Fees: \$107,248.00 less \$42,899.20=\$64,348.80, Hours: 419.80)

This Subject Matter involves time spent in litigation against Honeywell International, Inc. to recover substantial costs and damages and to compel Honeywell to clean up nearly a million tons of chromium process waste disposed of by a Honeywell predecessor, Mutual Chemical Company. Included is time preparing and filing motions, working on fact and expert discovery, undertaking factual and legal research and analysis and attending court hearings

16. Matter 9 – Libby, Montana

(Fees: \$3,476.00; Hours: 7.90)

This Subject Matter describes activities concerning the representation of the Debtors before the U.S. Environmental Protection Agency relating to EPA's enforcement action concerning asbestos at Libby, Montana. Included is time for meetings with EPA and strategic planning.

17. Matter 10 - Fee Application

(Fees: \$1,232.00; Hours:2.80)

This Subject Matter is for time spent for the preparation of the fee applications for October and November 2001.

16. 18. Matter 5 – Motorwheel Superfund Site

(Fees: \$132.00; Hours: .30)

This Subject Matter involves time responding to issues relating to the amendment of a Consent Decree between the U. S. Environmental Protection Agency, the Debtors and other private parties concerning the Motorwheel Superfund Site located in Lansing, Michigan. Included is time related to advising the Debtors concerning the impact of the proposed amendment on their pending Third Circuit appeal and on future cost recovery actions against other responsible parties.

**Actual and Necessary Expenses**

19. It is WKMB's policy to charge its clients in all areas of practice for identifiable non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is WKMB's policy to charge its clients only the amount actually incurred by WKMB in connection with such items. Examples of such expenses are postage, overnight mail, courier delivery, transportation, overtime expenses, computer assisted legal research, photocopying, out-going facsimile transmissions, airfare, meals, and lodging. With respect to airfare expenses, all travel, by all individuals, is billed at the coach class rate with allowances for class upgrades.

20. WKMB charges: (a) \$0.15 per page for duplication and (b) \$0.75 per page for outgoing telecopier transmissions (plus related toll charges). WKMB does not charge its clients for

incoming telecopier transmissions. WKMB has negotiated a discounted rate for Lexis and Westlaw computer assisted legal research, which is approximately \$125/hour of online use of the standard Westlaw databases and approximately \$3.00/minute for Lexis databases. Computer assisted legal research is used whenever the researcher determines that using Lexis/Westlaw is more cost effective than using traditional (non-computer-based legal research) techniques.

21. A summary of expenses by type, as well as a detailed itemization and description of the disbursements made by WKMB on the Debtors' behalf during the Fee Period is attached hereto as Exhibit B. All of these disbursements comprise the requested sum for WKMB out-of-pocket expenses, totaling \$3,155.63. These disbursements are grouped in Exhibit B into the same numbered and titled categories of Subject Matters as the fees are grouped in Exhibit A. The numbered tabs within Exhibit B correspond to the numbers assigned to the matters described in Paragraphs 15-19 herein. Any missing Subject Matters merely indicate that no expenses were attributed to such Subject Matters during the Fee Period, although expenses may be attributable to such Subject Matters in the future. A summary of expenses by category for the entire Fee Period is also set forth in Exhibit B.

### **Representations**

22. WKMB believes that the Application is in compliance with the requirements of Del.Bankr.LR 2016-2.

20. Although every effort has been made to include all fees and expenses from the Fee Period in the Application, some fees and expenses from the Fee Period might not be included in the Application due to accounting and processing delays. WKMB reserves the right to make further application to the Court for allowance of fees and expenses for the Fee Period not included herein.

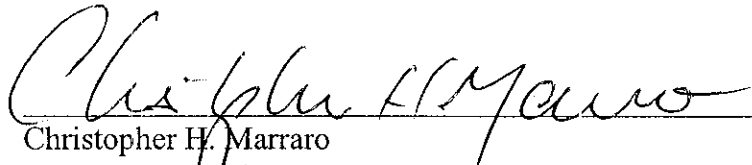
21. In summary, by the Application, WKMB requests compensation for fees and expenses in the total amount of \$115,243.63 consisting of (a) \$112,088.00 for reasonable and necessary professional services rendered and (b) \$3,155.63 for actual and necessary costs and expenses.

WHEREFORE, WKMB respectfully requests (a) that an allowance be made to it, as fully described above for the (i) 80% of the reasonable and necessary professional services WKMB has rendered to the Debtors during the Fee Period (\$55,351.04 after a discount credit for the Honeywell Matter 6 of \$42,899.20) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by WKMB during the Fee Period (\$3,155.63); (b) that both fees and expenses are payable as administrative expenses of the Debtors' estates; and (c) that this Court grant such further relief as is equitable and just.

Washington, D.C.  
Dated: April 24, 2002

Respectfully submitted,

WALLACE KING MARRARO & BRANSON PLLC



Christopher H. Marraro  
1050 Thomas Jefferson Street N.W.  
Washington, D.C. 20007  
(202) 204-1000

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
W. R. GRACE & CO., et al.,<sup>1</sup> ) Case No. 01-01139 (JJF)  
) (Jointly Administered)  
)  
Debtors. )

**VERIFICATION**

Christopher H. Marraro, after being duly sworn according to law, deposes and says:

1. I am a partner with the applicant firm, Wallace King Marraro & Branson, PLLC and I am a member in good standing of the bars of the State of New Jersey and District of Columbia.

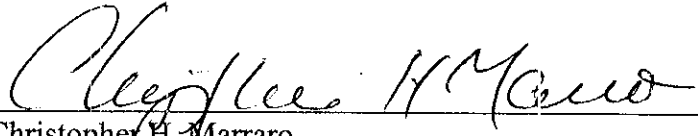
2. I have personally performed certain of, and overseen the legal services rendered by Wallace King Marraro & Branson PLLC as special litigation and environmental counsel

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

to the Debtors and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.

  
Christopher H. Marraro

In the District of Columbia

SWORN TO AND SUBSCRIBED  
before me this 24th day of April 2002.

  
Notary Public

My Commission Expires:

**Tonya Manago**  
**Notary Public, District of Columbia**  
**My Commission Expires 03-14-05**



## **EXHIBIT A**

**MATTER 6 - HONEYWELL**  
**FEES - MARCH 2002**



WALLACE KING MARRARO & BRANSON, PLLC  
 1050 THOMAS JEFFERSON STREET, N.W.  
 WASHINGTON, DC 20007

Phone 202.204.1000

Fax 202.204.1001

April 24, 2002

W. R. Grace & Co.  
 Attention: Richard Senftleben  
 7500 Grace Drive  
 Columbia, MD 21044

Invoice #12784

For Professional Services Rendered in Connection with Honeywell, Inc. Litigation - Matter 6

Professional Services:

		<u>Hours</u>
03/01/02	WH Collect and review trial exhibits re interim remedial measures (5.6 hrs.); revise database of trial exhibits re same (1.7 hrs.).	6.80
	NAB Collect documents re adjacent properties and refine table of identified relevant documents (3.2 hrs.).	3.20
03/04/02	MM Office conference with Ms. Banks re file management (.2 hrs.); case management re same (1.4 hrs.); follow-up telephone conference with Ms. Deshlar re deposition transcript (.1 hrs.).	1.70
	NAB Continue collection of documents re adjacent properties and refining table of identified relevant documents (3.5 hrs.).	3.50
	WH Conferences with Messrs. German and Marraro re arguments raised by Honeywell in RCRA opposition brief (.5 hrs.); legal research re same and related issues re scope of relief (3.8 hrs.); review SI Group invoice and confer with Mr. Brown re same and site remediation issue	8.90

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Hours

	(1.2 hrs.); review additional documents collected by Ms. Banks re neighboring sites (2.8 hrs.); confer with Ms. Banks re submitting FOIA (.3 hrs.); conference with expert re selecting documents for use as trial exhibits on environmental issues (.3 hrs.).	
03/04/02 AP	Review correspondence.	0.30
TP	Calls with Rizman Court Reporting Agency, email with Mr. Hughes, and office conference with Ms. Banks and Ms. Campbell re payment for outstanding deposition invoices.	0.70
BB	Research Lexis and collect pertinent case for Mr. Hughes (.2 hrs.); collect, prepare aerial photographs and prepare letter to Ms. Flax for Mr. Hughes (.9 hrs.)	1.10
CHM	Work on stipulations of fact (1.5 hrs.); conference call re site conditions with expert (.8 hrs.).	2.30
03/05/02 MM	Follow-up telephone conference with Ms. Deshlar re expert report and deposition (.2 hrs.); forward e-mail to Ms. Pelletier re status of same (.2 hrs.); continue case management re filing miscellaneous documents produced by Ms. Banks for incorporation in files(1.9 hrs.).	2.30
BB	Review and cross reference documents against exhibits list for Mr. Hughes.	2.30
AP	Conference with M. Moasser nd B. Hughes regarding obtaining Honeywell's expert's prior testimony (.4 hrs.); review expert rebuttal report of of Grace expert per C. Marraro (.5 hrs.).	0.90
WH	Conference with Ms. Banks re selection of photos to be used as trial exhibits and review same (1.8 hrs.); review and designate documents re Mutual for use as trial exhibits	8.70

W. R. Grace &amp; Co.

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		<u>Hours</u>
	(6.2 hrs.); conferences with Ms. Banks re exhibits and other pretrial matters (.7 hrs.).	
03/05/02 NAB	Collect documents re adjacent site and refine table of identified relevant documents (1.1 hrs.); sort and chron same (1.9 hrs.).	3.00
TP	Westlaw re cleanup standards.	6.70
CHM	All-day trial prep session in New Jersey (8.5 hrs.); dinner meeting with expert (2.0 hrs.).	10.50
03/06/02 WH	Conferences with Ms. Parker and Ms. Banks re payment of court reporter invoices and other administrative matters related to case (.7 hrs.); finish factual research chromium contamination at neighboring sites and prepare memo to Mr. Marraro re same (8.1 hrs.).	8.80
CHM	Site visit with expert (3.0 hrs.); conference with DEP and others re meeting at DEP with Mr. Faranaca (.5 hrs.).	3.50
NAB	Chron documents collected re adjacent sites.	2.30
TP	Reviewed cases from Westlaw searches re remedial standards (2.0 hrs.); and email memo to Mr. Hughes re preliminary results of searches with request for further information on this issue (.7 hrs.).	2.70
03/07/02 WH	Review new site inspection report and other documents recently produced by Honeywell and confer with non-testifying expert re same (.8 hrs.); review and collect trial exhibits on remediation issues (4.8 hrs.); review and collect exhibits on corporate acquisition issue and confer with Ms. Banks and Ms. Pelletier re same (2.8 hrs.).	8.40
NAB	Scan case documents (2.4 hrs.); incorporate same into electronic files (1.1 hrs.); create hyperlinks for same on the appropriate case indices (2.8 hrs.).	6.50

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		<u>Hours</u>
03/07/02 AP	Review Grace and Honeywell documents for information regarding remedial actions.	3.50
MM	Continue case management re filing miscellaneous documents produced by Ms. Banks for incorporation in files, pending (2.9 hrs.); office conference with Ms. Banks re status of same (.2 hrs.).	3.10
BB	Research production database and production files re chronology, leases and subleases (4.2 hrs.); collect, organize and provide pertinent documents from production files and CD's to Mr. Hughes re same (1.7 hrs.); assist Ms. Parker re resolution of outstanding court reporter invoices (.7 hrs.); collect set of merger documents for Ms. Pelletier (.2 hrs.).	6.80
03/08/02 WH	Review and collect trial exhibits re ownership issues (1.8 hrs.); review historical sampling data re discharges to Hackensack River (2.6 hrs.); designate deposition transcripts re contamination issue (1.4 hrs.); prepare proposed stipulations/RFA's re site background issues (2.9 hrs.); conferences with Ms. Banks re documents (.4 hrs.).	9.10
MM	Finalize case management re filing miscellaneous documents produced by Ms. Banks for incorporation in files (2.6 hrs.); office conference with Ms. Banks and Ms. Pelletier re same (.2 hrs.).	2.80
03/11/02 BB	Review and incorporate new site sampling results and summary into electronic and case files (.7 hrs); Research production database and files for pertinent to sale for Mr. Hughes (.4 hrs.); consult with Mr. Hughes re same (.1 hrs.); research NJDEP Legal Affairs web site for pertinent ISRA provisions for Mr. Hughes (2.4 hrs.); research Westlaw re current status of same for Mr. Hughes (.8 hrs.); download and prepare current to 2002 all of ISRA N.J.S.A.13:1K-6 18 and proposed amendment to ISRA 7:26E (3.1 hrs.); update case binders	8.80

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		<u>Hours</u>
	current to 2002 and proposed amendment to ISRA 7:26E (1.3 hrs.).	
03/11/02 CHM	Review memo and maps regarding chromium contamination (2.0 hrs.); conference with client (.6 hrs.).	2.60
WH	Conference with Mr. Marraro re chromium issues related to neighboring sites (.4 hrs.); prepare memo to file re same (1.3 hrs.); legal research (2.6 hrs.); conference with consultants re site sampling issues (.3 hrs.); review exhibits and select documents for use as trial exhibits for ICO matter (.6 hrs.); confer with Ms. Banks re FOIA issue (.2 hrs.); review documents obtained from DEP by Ms. Banks (.8 hrs.); legal research re New Jersey statute and amendments to Spill Act (1.4 hrs.); review pertinent regulations and confer with Mr. Marraro re same (.8 hrs.).	8.40
03/12/02 WH	Further research on cost recovery issues (1.8 hrs.); conference with Ms. Banks re deposition designations (.3 hrs.); work on additional deposition designations for trial (5.4 hrs.); conferences with DEP staff (1.2 hrs.).	8.70
BB	Prepare updated ISRA binders (2.1 hrs.); continue incorporation of Swallick deposition designations to pre-trial list (.8 hrs.); consult with Mr. Hughes re assignment (.1 hrs.); research Westlaw and Lexis for NJ UST statute 58:10A et seq., download and coordinate for Mr. Hughes (2.9 hrs.); consult with Mr. Hughes re same (.1 hrs.); research Westlaw and Lexis for case law on various matters , download and prepare same for Mr. Hughes (1.8 hrs.).	7.80
CHM	Conference call with client (.6 hrs.); review and edit stipulation lifting stay (.5 hrs.); conference with J. Agnello (.5 hrs.).	1.60

W. R. Grace &amp; Co.

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		<u>Hours</u>
03/13/02 WH	Review court's decision on RCRA motions and confer with Messrs. Marraro, Agnello and German re same (1.8 hrs.); prepare letter to client re decision (.5 hrs.); legal research re various issues raised by court's RCRA/standing decision (3.2 hrs.); confer with Mr. Marraro re various issues and conduct additional legal research re same (2.2 hrs.); conference with Ms. Banks re witness issue and review selected documents re same (.8 hrs.).	8.50
CHM	Prepare and review stipulations of fact.	1.50
BB	Read, coordinate and distribute 3/12/02 Order and Opinion re RCRA Cross-Claims motions from Honeywell ICO's RCRA claims motion for partial summary judgment and Grace Defendants' and ICO's joint RCRA motion for partial summary judgment (.6 hrs.); incorporate into indexed case file and electronic files (.8 hrs.); research production database and privilege log for documents relevant to witness ( 3.5 hrs.); read identified documents and create descriptive table for Mr. Marraro (3.9 hrs.).	8.80
03/14/02 BB	Continue researching privilege log for documents re witness (.8 hrs.); create descriptive table of same (3.4 hrs.); review production files and CDs for additional pertinent documents re witness (1.3 hrs.); resolve issues re pertinent production documents (.8 hrs.); collect additional documents and incorporate on descriptive table for Mr. Marraro (4.3 hrs.); organize and prepare documents for binder (.9 hrs); consult with Ms. Bynum re resolution of issues re privileged witness documents (.2 hrs.).	11.80
NAB	Collect privileged documents in preparation for interview of witness.	9.50
03/15/02 NAB	Collect privileged documents in preparation for interview of witness.	9.50



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		<u>Hours</u>
03/15/02 BB	Complete researching files for produced documents relevant to witness (3.5 hrs); create descriptive table of same (3.2 hrs.); collect, prepare and organize identified documents into binder for Mr. Marraro (3.7 hrs.).	10.40
03/18/02 WH	Conferences with consultants re surface water sampling issues (.5 hrs.); work on fact stipulations (1.3 hrs.); review sampling data and map from consultant (.5 hrs.); legal research re NJ surface water quality standards (.8 hrs.); review and designate as trial exhibits selected documents re site acquisition and environmental investigation issues (5.2 hrs.).	8.30
BB	Continue preparation of binders of produced documents re witness for Mr. Marraro (3.8 hrs.); finalize table of produced documents re Mr. Pierson (3.5 hrs.); prepare duplicate binders of documents, cover letter and FedEx package for shipment for Ms. Flax (1.4 hrs.); complete collection, organization and preparation of binder of NJ environmental statutes for Mr. Hughes (1.1 hrs.).	9.80
CHM	Prepare for witness meeting in Florida.	2.50
03/19/02 WH	Conferences with Ms. Banks re collecting documents/exhibits on various environmental issues relating to the site and neighboring properties (.8 hrs.); review same (5.8 hrs.); conduct website searches re neighboring Allied sites (.8 hrs.); research site issues under NJ statutes (1.2 hrs.).	8.60
CHM	All-day meeting with witness in Florida and pre-meeting with J. Agnello and client.	8.50
AP	Review documents regarding structural damage at building and call with C. Marraro re same (1.1); conference with B. Banks regarding documents.	1.40

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		<u>Hours</u>
03/19/02	NAB Chron and review privileged documents collected in preparation for interview of witness (4.1 hrs.); integrate same into existing case files (.3 hrs.).	4.40
	BB Organize and prepare additional binders of NJ statutes for attorneys and file (1.7 hrs.); research Westlaw and download additional UST statute provisions (1.8 hrs.); research production database and CDs for documentation of City of Jersey's first involvement with the site for Ms. Pelletier (1.7 hrs.); research production files, collect and prepare same for Ms. Pelletier and Mr. Hughes (1.2 hrs.); consult with Ms. Pelletier re results (.1 hrs.); consult with Mr. Hughes on research assignment re pertinent information on site (.2 hrs.); research Westlaw for amended statute for Mr. Hughes (.8 hrs.); download and prepare binder of same (.3 hrs.).	7.80
03/20/02	CHM Meeting in Florida re documents (3.2 hrs.); review remediation document and telephone conference with government re same; (1.5 hrs.).	4.70
	AP Conference with B. Banks regarding bankruptcy and review documents re same.	1.00
	BB Research production database, production files and privileged documents in re documentation of operation of Valley Fair store for Mr. Hughes (4.2 hrs.); provide preliminary results to Mr. Hughes (.1 hrs.); prepare fax for U.S. EPA document to consultant for Mr. Hughes (.2 hrs.); research Westlaw for pertinent statutes and regulations for Mr. Hughes, download, organize and prepare indexed binders of same (2.9 hrs.); research Westlaw for pertinent statute re mandatory disclosure, download and prepare for Marraro (.3 hrs.).	7.70
	WH Review issues re site remediation technology and confer with consultant re same (1.4 hrs.); prepare memo to Mr. Marraro re technical issues related to proposal (.8 hrs.); review and	8.70

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Hours

analyze discovery responses per conference with Mr. Marraro and prepare memo to CM re same (1.3 hrs.); review issues re Valley Fair's operations and other site operators (1.8 hrs.); confer with Ms. Banks re search for documents on Valley Fair issue and review same (.6 hrs.); conference with expert re site remediation issue and review article re same (.9 hrs.); review and designate selected documents re site heaving issues (1.9 hrs.).

03/20/02	NAB	Scan case documents (.6 hrs); incorporate same into electronic files (.5 hrs.); create hyperlinks for same on the appropriate case indices (1.1 hrs).	2.20
03/21/02	WH	Conference with consultant re remediation issue (.5 hrs.); review documents provided by Ms. Banks on acquisition issues (.8 hrs.); conferences with Ms. Banks and Ms. Pelletier re bankruptcy issue (.4 hrs.); conference with Ms. Banks re past ownership/operation of various sites and review pertinent documents re same (1.2 hrs.); designate deposition testimony for use at trial (5.5 hrs.).	8.40
	NAB	Scan case documents (.5 hrs); incorporate same into electronic files (.3 hrs); create hyperlinks for same on the appropriate case indices (1 hrs).	1.80
	AP	Conference with C. Marraro and B. Banks regarding UF Bankruptcy and trial preparation.	1.00
	CHM	Prepare memo to file re witness interview (2.5 hrs.) conference with Agnello (.5 hrs.); conference with experts re exhibits (1.2 hrs.); review invoices (1.5 hrs.).	5.70
	BB	Review documents relevant to occupancy of Valley Fair Store for Mr. Hughes (4.3 hrs.); consult with Ms. Pelletier re Daylin bankruptcy (.1 hrs.); research Martindale Hubbel and the Internet for pertinent information for Mr. Marraro (.7 hrs.); consult with Ms. Pelletier re Daylin bankruptcy documents and research	11.00

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Hours

assignment (.2 hrs.); prepare and organize selected documents re Valley Fair (3.2 hrs.); update chronology of events from 1966 to 1981 for Mr. Hughes (1.3 hrs.); draft memo summarizing research results re same for Mr. Hughes (1.2 hrs.).

03/22/02 WH	Review documents from non-testifying consultant (.3 hrs.); review and designate as trial exhibits selected documents from Ms. Banks re site investigation/remediation issues (2.2 hrs.); confer with Ms. Banks and Mr. Marraro (.3 hrs.); review documents re ownership issue and confer with client and Ms. Banks re same (.8 hrs.); prepare file memo re issue for Mr. Marraro (.7 hrs.); work on trial brief section re Honeywell's RCRA liability (1.5 hrs.); legal research and confer with Mr. Kampman re CERCLA response cost issue (1.4 hrs.); review new case correspondence (.4 hrs.).	7.60
BB	Provide direction and supporting materials to Ms. Bynum for Westlaw research assignment re bankruptcy issues for Ms. Pelletier (.3 hrs.); proof, resolve document and event issues and finalize memo on operation of store for Mr. Hughes (4.3 hrs.); consult with Messrs. Marraro and Hughes (.1 hrs.); review results of Lexis research and provide additional direction to Ms. Bynum on researching store issue (.2 hrs.); complete collection and preparation of copies of updated N.J. ISRA 26B, 26C and 26E binders for attorneys (2.9 hrs.); collect pertinent case information for Mr. Marraro (.1 hrs.) research property ownership for Mr. Hughes (.6 hrs.); consult with Mr. Marraro on new research assignment re operations at property (.1 hrs.).	8.60
NAB	Conduct Lexis research regarding bankruptcy for Ms. Pelletier.	6.30

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		<u>Hours</u>
03/22/02	CHM Conference with client (.5 hrs.); work on evaluation of liabilities to adjacent properties (2.8 hrs.).	3.30
03/25/02	WH Review expert deposition and prepare notes re cross-examination points (2.3 hrs.); collect trial exhibits and work on database of trial exhibits and cross-examination materials (4.8 hrs.); confer with Mr. Marraro re accepting service of Riverkeeper complaint and review file re procedural status of Riverkeeper case (1.2 hrs.).	8.30
	NAB Review production databases re Valley Fair.	7.50
	CHM Various conference calls with witnesses (1.2); review consultant bills (1.0); conference with client (.5); review and comment on letter to DEP (.8).	3.50
03/26/02	WH Review and collect documents to be used as trial exhibits on sediment issues and confer with non-testifying expert re same (3.1 hrs.); revise database re trial exhibits (1.5 hrs.); legal research re evidentiary issue (1.0 hrs.); legal research re discharge issue (1.2 hrs.); conference with Ms. Pelletier re assignments (.3 hrs.); collect and review relevant DEP documents re IRM issues for use as trial exhibits (2.3 hrs.).	9.40
03/27/02	WH Review Riverkeepers' Second Amended Complaint and related documents (1.1 hrs.); prepare Answer and Affirmative Defenses to same (6.2 hrs.); conduct legal research in support of same (1.6 hrs.).	8.70
	NAB Review, file and index new case correspondence (2.7 hrs.); scan same (1.1 hrs.); incorporate same into electronic files (.8 hrs.); create hyperlinks for same on the appropriate case indices (1.9 hrs.); review and integrate new case documents into index and existing case files (.1 hrs.).	7.50

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		<u>Hours</u>	
03/27/02	CHM Work on trial preparation (2.8); conference with client on various issues (.6); conference with J. Agnello (.3).	3.70	
03/28/02	WH Prepare cross-claims against Honeywell in Riverkeepers action (4.5 hrs.); revise answer and defenses per discussions with Ms. Pelletier (.8 hrs.); conduct legal research in support of same (1.6 hrs.).	8.60	
	NAB Review, file and index new case correspondence (2.5 hrs.); scan same (1.1 hrs.); incorporate same into electronic files (.1 hrs.).	7.50	
	AP Review sampling results.	0.50	
	CHM Conference call with Grace attorney (.5); conference call with client (.5); review complaint from Riverkeepers (1.0); conference with B. Hughes re same (.3).	2.30	
03/29/02	WH Review and collect documents re recent site sampling for production to Honeywell (2.2 hrs.); conference with non-testifying expert re various issues (.3 hrs.); prepare letter to Honeywell re document production (.4 hrs.); revisions to Riverkeeper answer (.5 hrs.); work on pretrial materials (1.0 hrs.).	4.40	
	CHM Conference with client.	0.30	
			<u>Amount</u>
Total Fees		419.80	\$107,248.00
03/29/2002 Less Deduction of 40% of Fees Per Agreement			(\$42,899.20)
Balance Due			<u>\$64,348.80</u>

## Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>
Barbara Banks, Paralegal	102.70	135.00
Natasha A. Bynum, Legal Clerk	74.70	100.00

W. R. Grace &amp; Co.

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<u>Name</u>	<u>Hours</u>	<u>Rate</u>
William Hughes, Counsel	157.30	350.00
Christopher H. Marraro, Partner	56.50	440.00
Mahmoude Moasser, Paralegal	9.90	135.00
Tamara Parker, Associate	10.10	270.00
Angela Pelletier, Associate	8.60	225.00

**MATTER 5 - MOTOR WHEEL  
FEES - MARCH 2002**



Wallace  
King  
&  
Marraro  
Branson

WALLACE KING MARRARO & BRANSON, PLLC  
1050 THOMAS JEFFERSON STREET, N.W.  
WASHINGTON, DC 20007

Phone 202.204.1000  
Fax 202.204.1001

April 24, 2002

W. R. Grace & Co.  
Attention: Lydia Duff, Esq.  
7500 Grace Drive  
Columbia, MD 21044

Invoice #12787

For Professional Services Rendered in Connection with the Motor Wheel Site - Matter 5

Professional Services:

	<u>Hours</u>
03/28/02 CHM Review and respond to e-mails from R. Emmett (.2 hrs.); review file for answer to Mr. Emmett's questions (.1 hrs.).	0.30

	<u>Amount</u>
Total Fees	0.30 \$132.00
Balance Due	<u>\$132.00</u>

Timekeeper Summary		
<u>Name</u>	<u>Hours</u>	<u>Rate</u>
Christopher H. Marraro, Partner	0.30	440.00

**MATTER 9 - LIBBY, MT.**  
**FEES - MARCH 2002**



WALLACE KING MARRARO & BRANSON, PLLC  
 1050 THOMAS JEFFERSON STREET, N.W.  
 WASHINGTON, DC 20007

Phone 202.204.1000

Fax 202.204.1001

April 24, 2002

W. R. Grace & Co.  
 Attention: William Corcoran  
 Vice President-Public & Regulatory Affairs  
 7500 Grace Drive  
 Columbia, MD 21044

Invoice #12786

For Professional Services Rendered in Connection with Libby, Montana - Matter 9

Professional Services:

		<u>Hours</u>
03/04/02	CHM Review articles from client.	0.50
03/08/02	CHM Review materials from client (.5); conference with EPA (.3).	0.80
03/12/02	CHM Review articles from client.	0.50
03/19/02	CHM Conference with client.	0.30
03/20/02	CHM Conference with client (.3); calls with EPA (.5); review articles from client (.5).	1.30
03/22/02	CHM Conference with EPA.	0.50
03/25/02	CHM Review articles from client.	0.50
03/27/02	CHM Meeting with EPA (2.5 hrs.); conference with client re same (.5 hrs.).	3.00
03/28/02	CHM Review articles.	0.50
Total Fees		<u>7.90</u> <u>Amount</u> \$3,476.00

W. R. Grace & Co.

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Amount

Balance Due

\$3,476.00

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>
Christopher H. Marraro, Partner	7.90	440.00

**MATTER 10 - FEE APP.**  
**FEES - MARCH 2002**

Wallace  
King  
&  
Marraro  
Branson

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1050 THOMAS JEFFERSON STREET, N.W.  
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Fax 202.204.1001

April 24, 2002

W. R. Grace & Co.  
Attention: Akos L. Nagy  
7500 Grace Drive  
Columbia, MD 21044

Invoice #12785

For Professional Services Rendered in Connection with Preparation of Fee Application to  
Bankruptcy Court - Matter 10

Professional Services:

	<u>Hours</u>	
03/18/02 CHM Prepare fee application.	1.60	
03/27/02 CHM Prepare fee application.	1.20	
		<u>Amount</u>
Total Fees	2.80	\$1,232.00
Balance Due		<u>\$1,232.00</u>

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>
Christopher H. Marraro, Partner	2.80	440.00

## **EXHIBIT B**

**EXPENSE SUMMARY**

		Amount
Copies- Internal and Outside		\$2,158.95
Facsimile		\$70.50
Lexis		\$394.29
Telephone		\$91.17
Overtime Transportation		\$110.78
FedEx		\$151.69
Car Service		\$178.25
Total		\$3,155.63



**MATTER 6 - HONEYWELL  
EXPENSES - MARCH 2002**



WALLACE KING MARRARO & BRANSON, PLLC  
1050 THOMAS JEFFERSON STREET, N.W.  
WASHINGTON, DC 20007

Phone 202.204.1000

Fax 202.204.1001

April 24, 2002

W. R. Grace & Co.  
Attention: Richard Senfleben  
7500 Grace Drive  
Columbia, MD 21044

Invoice #12788

For Professional Services Rendered in Connection with Honeywell, Inc. Litigation - Matter 6

Disbursements:

	<u>Amount</u>
Car Services for 3/20 and 3/21 to/from Airport	178.25
Copy Costs - Internal	2,158.95
Facsimile Costs	70.50
FedEx Costs	151.69
Lexis Costs	394.29
Long Distance Charges	91.17
Overtime Transportation	110.78
 Total Disbursements	 <u>\$3,155.63</u>